

EXACT FILE COPY ORIGINAL

WIC 04-294  
16681

READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE

Approved by OMB  
3060-0589  
Page 1 of 2

(1) LOCK BOX #		FCC/MELLON		JUL 13 2004		SPECIAL USE ONLY	
						FCC USE ONLY	
SECTION A - PAYER INFORMATION							
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card)				(3) TOTAL AMOUNT PAID (U.S. Dollars and cents)			
Nowalsky, Bronston & Gothard, APLLC				\$860.00			
(4) STREET ADDRESS LINE NO. 1							
3500 N. Causeway Blvd. #1442							
(5) STREET ADDRESS LINE NO. 2							
(6) CITY				(7) STATE	(8) ZIP CODE		
Metairie				LA	70002		
(9) DAYTIME TELEPHONE NUMBER (include area code)				(10) COUNTRY CODE (if not in U.S.A.)			
(504) 832-1984				USA			
FCC REGISTRATION NUMBER (FRN) REQUIRED							
(11) PAYER (FRN)				(12) FCC USE ONLY			
0005659958							
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET							
(13) APPLICANT NAME							
ConnectAmerica, Inc.							
(14) STREET ADDRESS LINE NO. 1							
1842 Centre Point Dr., Suite 128							
(15) STREET ADDRESS LINE NO. 2							
(16) CITY				(17) STATE	(18) ZIP CODE		
Naperville				IL	60563		
(19) DAYTIME TELEPHONE NUMBER (include area code)				(20) COUNTRY CODE (if not in U.S.A.)			
(630) 505-0005							
FCC REGISTRATION NUMBER (FRN) REQUIRED							
(21) APPLICANT (FRN)				(22) FCC USE ONLY			
0005076773							
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET							
(23A) CALL SIGN/OTHER ID		(24A) PAYMENT TYPE CODE		(25A) QUANTITY			
		CUT		1			
(26A) FEE DUE FOR (PTC)		(27A) TOTAL FEE		FCC USE ONLY			
\$860.00		\$860.00					
(28A) FCC CODE 1		(29A) FCC CODE 2					
(23B) CALL SIGN/OTHER ID		(24B) PAYMENT TYPE CODE		(25B) QUANTITY			
(26B) FEE DUE FOR (PTC)		(27B) TOTAL FEE		FCC USE ONLY			
(28B) FCC CODE 1		(29B) FCC CODE 2					
SECTION D - CERTIFICATION							
CERTIFICATION STATEMENT							
I, <u>Betsy Haysel</u> certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.							
SIGNATURE <u>Betsy Haysel</u>				DATE <u>7-12-04</u>			
SECTION E - CREDIT CARD PAYMENT INFORMATION							
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____							
ACCOUNT NUMBER _____				EXPIRATION DATE _____			
I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.							
SIGNATURE _____				DATE _____			

RECEIVED  
JUL 20 2004  
Policy Division  
International Bureau

FEDERAL COMMUNICATIONS COMMISSION <b>REMITTANCE ADVICE (CONTINUATION SHEET)</b> Page No. ___ of ___		SPECIAL USE  FCC USE ONLY
USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT SECTION BB - ADDITIONAL APPLICANT INFORMATION		
(13) APPLICANT NAME <b>Network US, Inc. d/b/a CA Affinity</b>		
(14) STREET ADDRESS LINE NO. 1 <b>180 N. LaSalle Street, Suite 1820</b>		
(15) STREET ADDRESS LINE NO. 2		
(16) CITY <b>Chicago</b>		(17) STATE <b>IL</b>
		(18) ZIP CODE <b>60601</b>
(19) DAYTIME TELEPHONE NUMBER (include area code) <b>(630) 505-0005</b>		(20) COUNTRY CODE (if not in U.S.A.)
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN) <b>0006024491</b>		(22) FCC USE ONLY
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY
(28A) FCC CODE 1		(29A) FCC CODE 2
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1		(29B) FCC CODE 2
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY
(28C) FCC CODE 1		(29C) FCC CODE 2
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY
(28D) FCC CODE 1		(29D) FCC CODE 2
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY
(28E) FCC CODE 1		(29E) FCC CODE 2
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE 1		(29F) FCC CODE 2

# NOWALSKY, BRONSTON & GOTHARD

A Professional Limited Liability Company

Attorneys at Law

Leon L. Nowalsky  
Benjamin W. Bronston  
Edward P. Gothard

3500 North Causeway Boulevard  
Suite 1442  
Metairie, Louisiana 70002  
Telephone: (504) 832-1984  
Facsimile: (504) 831-0892

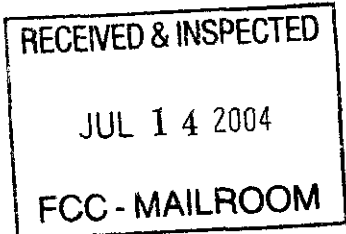
Monica Borne Haab  
EllenAnn G. Sands  
Bruce C. Betzer  
Philip R. Adams, Jr.

July 12, 2004

## BY OVERNIGHT DELIVERY

Federal Communications Commission  
Common Carrier Bureau  
445 12<sup>th</sup> Street S.W.  
Washington, D. C. 20554

FCC c/o Mellon Bank  
3 Mellon Centre  
525 William Penn Way, 27<sup>th</sup> Floor  
Room 152-2713  
Pittsburg, Pennsylvania 15259-0001  
ATTN: Wholesale Lockbox Shift Supervisor



RE: Application for consent to the transfer of control of a business which has Blanket Domestic Interstate 214 Authority Transfer of ConnectAmerica, Inc.

Dear Sir or Madam:

Enclosed please find the following documents submitted on behalf of ConnectAmerica, Inc. to Network US, Inc. d/b/a CA Affinity:

1. The original and four (4) copies of an Application for consent to the transfer of control of a business which has blanket domestic interstate 214 authority.
2. The original and four (4) copies of FCC Form 159.
3. Our check in the amount of \$860.00 representing the filing fee for this Application.

Should you have any questions or require additional information, please do not hesitate to contact me.

I would appreciate if you would return a copy of this letter, date-stamped, in the envelope provided.

Sincerely,

EllenAnn G. Sands

Enclosures

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FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE

Approved by OMB  
3060-0589  
Page 1 of 2

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		FCC USE ONLY	
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(4) STREET ADDRESS LINE NO. 1 <b>3500 N. Causeway Blvd. #1442</b>			
(5) STREET ADDRESS LINE NO. 2			
(6) CITY <b>Metairie</b>		(7) STATE <b>LA</b>	(8) ZIP CODE <b>70002</b>
(9) DAYTIME TELEPHONE NUMBER (include area code) <b>(504) 832-1984</b>		(10) COUNTRY CODE (if not in U.S.A.) <b>USA</b>	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) <b>0005659958</b>		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME <b>ConnectAmerica, Inc.</b>			
(14) STREET ADDRESS LINE NO. 1 <b>1842 Centre Point Dr., Suite 128</b>			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY <b>Naperville</b>		(17) STATE <b>IL</b>	(18) ZIP CODE <b>60563</b>
(19) DAYTIME TELEPHONE NUMBER (include area code) <b>(630) 505-0005</b>		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) <b>0005076773</b>		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE <b>CUT</b>	(25A) QUANTITY <b>1</b>	
(26A) FEE DUE FOR (PTC) <b>\$860.00</b>	(27A) TOTAL FEE <b>\$860.00</b>	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, <u>Becky Heggelund</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE <u>Becky Heggelund</u>		DATE <u>1-12-04</u>	
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____			
ACCOUNT NUMBER _____		EXPIRATION DATE _____	
I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.			
SIGNATURE _____		DATE _____	

FEDERAL COMMUNICATIONS COMMISSION <b>REMITTANCE ADVICE (CONTINUATION SHEET)</b> Page No. ___ of ___		SPECIAL USE FCC USE ONLY
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(15) STREET ADDRESS LINE NO. 2		
(16) CITY <b>Chicago</b>	(17) STATE <b>IL</b>	(18) ZIP CODE <b>60601</b>
(19) DAYTIME TELEPHONE NUMBER (include area code) <b>(630) 505-0005</b>		(20) COUNTRY CODE (if not in U.S.A.)
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(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE 1		(29F) FCC CODE 2

**BEFORE THE  
Communications Co  
WASHINGTON, D.C. 20554**

RECEIVED & INSPECTED  
JUL 14 2004  
FCC - MAILROOM

In the Matter of

ConnectAmerica, Inc.  
Network US, Inc.

Application Pursuant to Section 214 of the Communications Act of 1934 and Section 63.04 of the Commission's Rules for Consent to the Transfer of Control of ConneCtAmerica, Inc. to Network US, Inc.

To: The Commission

)File No.

Attention: Wireline Competition Bureau

# DOMESTIC APPLICATION FOR CONSENT TO TRANSFER OF CONTROL

Pursuant to section 214 of the Communications Act of 1934, as amended, and sections 63.01 through 63.04 of the Commission's Rules, ConnectAmerica, Inc. ("Connect"), by its attorneys, hereby seek consent to the transfer of control of Connect to Network US, Inc. ("Network"). Connect holds blanket section 214 authority to provide domestic telecommunications services.

Grant of the requested authority will permit consummation of a transaction whereby Network acquired all of the telecommunications assets of Connect, including but not limited

to Connect's customer accounts, pursuant to a Uniform Commercial Code Foreclosure Sale under Chapter 810 Illinois Compiled Statutes Section 9-610 (the "Acquisition").

Prior to consummation of the Acquisition on July 8, 2004 (the "Closing"), Connect had been suffering financial difficulties, and its customers were on the brink of experiencing disconnection of their telecommunications service. As a result, Network acquired the assets of Connect in order to ensure uninterrupted service to Connect's customers.

Due to the exigent circumstances which existed at the time of the Closing, Network acquired Connect's customer base even though it did not, at that time, have authority from the FCC for the transfer. The proposed transfer will benefit the public interest. In accordance with 47 C.F.R. § 63.03, the parties request streamlined processing of this Application.

- (1) The name, address and telephone number of the transferor and transferee.

Transferor:

ConnectAmerica, Inc.  
1842 Centre Point Drive, Suite 128  
Naperville, IL 60563

Transferee:

Network US, Inc.  
180 N. LaSalle Street, Suite 1820  
Chicago, IL 60601  
(630) 505-0005 X 330

- (2) The state of incorporation of transferor and transferee.

- ConnectAmerica is a Delaware corporation
- Network US is an Illinois Corporation

- (3) Correspondence concerning this Application should be addressed to:

EllenAnn G. Sands  
Nowalsky, Bronston & Gothard, APLLC  
3500 N. Causeway Boulevard, Suite 1442  
Metairie, Louisiana 70002  
(504) 832-1984 (Telephone)  
(504) 831-0892 (Facsimile)  
esands@nbglaw.com

- (4) Network certifies to the following information:

The name, address, citizenship, and principal place of business of the owners of Network, holding a 10 percent or greater ownership interest, are:

Name: Brian Sledz  
Address: 180 N. LaSalle Street, Suite 1820  
Chicago, IL 60601  
Citizenship: USA  
Brian Sledz is 50% owner

Name: Tim Sledz  
Address: 180 N. LaSalle Street, Suite 1820  
Chicago, IL 60601  
Citizenship: USA  
Tim Sledz is 50% owner

- (5) The parties to this application certify that neither the Applicants nor any party to the Application is subject to a denial of Federal benefits that includes FCC benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. 862.
- (6) Grant of the requested authority will approve consummation of a transaction whereby Connect sold, transferred and assigned to Network all of Connect's right, title and interest in and to Connect's assets, as defined in the Agreement. Network will continue to provide service under the blanket Section 214 Authority for which it is presently authorized.
- (7) Both Connect and Network are non-dominant carriers that resell domestic and international long distance service from various facilities based carriers. Connect and Network are authorized by the FCC to offer domestic interstate and international services in forty-eight (48) states and the District of Columbia as non-dominant carriers.



- (8) This Application is appropriate for streamlined treatment based on Section 63.03 (2) The transaction would result in Network having a market share in the interstate, interexchange market of less than 10 percent and Network would provide competitive telephone exchange services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to this transaction.  
Section 63.03(2)(i) Neither Connect or Network is dominant with respect to any service.
- (9) The parties have filed a separate application for consent to the transfer of control of Connect's 214 International authorization.
- (10) Not applicable.
- (11) Not applicable.
- (12) Grant of the instant application will serve the public interest, convenience, and necessity. Critical to the Acquisition is the need to ensure the continuation of high quality, uninterrupted service to all customers currently served by Connect. The Acquisition will serve the public interest in that it will ensure that current Connect customers maintain uninterrupted service, notwithstanding Connect's financial difficulties. The Acquisition will also serve to create a heightened level of operating efficiency which generally will serve to enhance the overall capacity of Network to compete in the marketplace and to provide telecommunications services for a greater number of consumers at competitive rates.

## **V. SUMMARY AND CONCLUSION**

In summary, Applicants request expedited review and disposition of the instant Application due to Connect's financial difficulties and in order to ensure that the transaction is transparent to the affected customers with no interruption in service.

No new construction is involved, and grant of the instant application would not constitute a "major" environmental action pursuant to Section 1.1305 of the Commission's Rules.

Applicants Connect and Network confirm that they have no affiliates that provide telecommunications service.

In view of the foregoing, the applicants respectfully request that the Commission consent to the acquisition by Network of control of Connect and its domestic telecommunications operations.

Dated this 12<sup>th</sup> day of July, 2003.

Respectfully submitted,

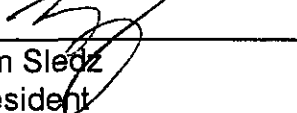
By 

EllenAnn G. Sands  
Nowalsky, Bronston & Gothard  
A Professional Limited Liability Company  
3500 N. Causeway Boulevard  
Suite 1442  
Metairie, Louisiana 70002  
Telephone: (504) 832-1984  
Counsel for Network US, Inc. d/b/a CA Affinity  
and ConnectAmerica, Inc.

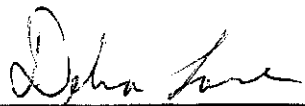
STATE OF Illinois  
COUNTY OF DuPage

**VERIFICATION**

I, Tim Sledz, am the President of ConnectAmerica, Inc. and am authorized to make this verification on its behalf. The statements made in the foregoing Application are true of my own knowledge, except as to those matters which are therein stated on information and belief, and as to those matters I believe them to be true.

By:   
Name: Tim Sledz  
Title: President

Sworn to and subscribed before me, Notary Public, in and for the State and County named above, this \_\_\_\_ day of July, 2004.

  
Notary Public

My commission expires:

2/18/08



STATE OF Louisiana

COUNTY OF Jefferson

### VERIFICATION

I, Bernard A. Goldman, am the Executive Vice President/Assistant Secretary of Network US, Inc. d/b/a CA Affinity and am authorized to make this verification on its behalf. The statements made in the foregoing Application are true of my own knowledge, except as to those matters which are therein stated on information and belief, and as to those matters I believe them to be true.

By: Bernard A. Goldman

Name: Bernard A. Goldman

Title: Executive Vice President/Assistant Secretary

Sworn to and subscribed before me, Notary Public, in and for the State and County named above, this 12<sup>th</sup> day of July, 2004.

Philip R. Adams, Jr.

Notary Public

My commission expires: at death

**PHILIP R. ADAMS, JR.**  
**Notary Public, State of Louisiana**  
**My Commission is issued for life.**  
**Notary Number: 65947**